

PO3000029748

(Requestor's Name)

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(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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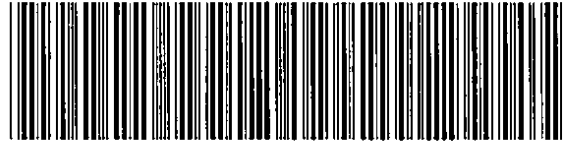
(Business Entity Name)

(Document Number)

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Y. SULKER

DEC 21 2021

CORPORATION SERVICE COMPANY  
1201 Hays Street  
Tallahassee, FL 32301  
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 338847 5124234

AUTHORIZATION

COST LIMIT : \$70.00

ORDER DATE : December 17, 2021

ORDER TIME : 9:46 AM

ORDER NO. : 338847-005

CUSTOMER NO: 5124234

ARTICLES OF MERGER

MAC KGS-NOR, INC.

INTO

MARLIN ACQUISITION CORP.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

\_\_\_\_\_  
XX \_\_\_\_\_ CERTIFIED COPY  
PLAIN STAMPED COPY

CONTACT PERSON: Alexxis Weiland

EXAMINER'S INITIALS: \_\_\_\_\_

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Marlin Acquisition Corp.

Name of Surviving Entity

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Heidi Heifetz

Contact Person

Perdoceo Education Corporation

Firm/Company

231 N. Martingale Road

Address

Schaumburg IL 60173

City/State and Zip Code

hheifetz@perdoceoed.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Heidi Heifetz

Name of Contact Person

At ( 847 ) 305-0863

Area Code & Daytime Telephone Number

☐ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

**Mailing Address:**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address:**

Amendment Section  
Division of Corporations  
The Centre of Tallahassee  
2415 N. Monroe Street, Suite 810  
Tallahassee, FL 32303

**IMPORTANT NOTICE:** Pursuant to s.607.1622(8), F.S., each party to the merger must be active and current in filing its annual report through December 31 of the calendar year which this articles of merger are being submitted to the Department of State for filing.

**ARTICLES OF MERGER**

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

**FIRST:** The name and jurisdiction of the **surviving** entity:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>	<u>Document Number</u> (If known/ applicable)
<u>Marlin Acquisition Corp.</u>	<u>FL</u>	<u>Corp.</u>	<u>P03000029748</u>

**SECOND:** The name and jurisdiction of each **merging** eligible entity:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>	<u>Document Number</u> (If known/ applicable)
<u>MAC KGS-Nor, Inc.</u>	<u>CT</u>	<u>Corp.</u>	<u>0293995</u>
<u></u>	<u></u>	<u></u>	<u></u>
<u></u>	<u></u>	<u></u>	<u></u>
<u></u>	<u></u>	<u></u>	<u></u>
<u></u>	<u></u>	<u></u>	<u></u>

**THIRD:** The merger was approved by each domestic merging corporation in accordance with s.607.1101(1)(b), F.S., and by the organic law governing the other parties to the merger.

FILED  
JAN 20 AM 9:58  
CLERK OF STATE  
TALLAHASSEE, FL

**FOURTH:** Please check one of the boxes that apply to surviving entity:

- ☒ This entity exists before the merger and is a domestic filing entity.
- ☐ This entity exists before the merger and is not authorized to transact business in Florida.
- ☐ This entity exists before the merger and is a domestic filing entity, and its Articles of Incorporation are being amended as attached.
- ☐ This entity is created by the merger and is a domestic corporation, and the Articles of Incorporation are attached.
- ☐ This entity is a domestic eligible entity and is not a domestic corporation and is being amended in connection with this merger as attached.
- ☐ This entity is a domestic eligible entity being created as a result of the merger. The public organic record of the survivor is attached.
- ☐ This entity is created by the merger and is a domestic limited liability limited partnership or a domestic limited liability partnership, its statement of qualification is attached.

**FIFTH:** Please check one of the boxes that apply to domestic corporations:

- ☒ The plan of merger was approved by the shareholders and each separate voting group as required.
- ☐ The plan of merger did not require approval by the shareholders.

**SIXTH:** Please check box below if applicable to foreign corporations

- ☒ The participation of the foreign corporation was duly authorized in accordance with the corporation's organic laws.

**SEVENTH:** Please check box below if applicable to domestic or foreign non corporation(s).

- ☐ Participation of the domestic or foreign non corporation(s) was duly authorized in accordance with each of such eligible entity's organic law.

**EIGHTH:** If other than the date of filing, the delayed effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

**December 31, 2021 at 11:59 p.m.**

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

**NINTH:** Signature(s) for Each Party:

Name of Entity/Organization:

**MAC KGS-NOR, Inc.**

Signature(s):

DocuSigned by:  
*Michele A. Peppers*

Typed or Printed  
Name of Individual:

**Michele A. Peppers**

**Marlin Acquisition Corp.**

DocuSigned by:  
*Michele A. Peppers*

**Michele A. Peppers**

Corporations:

Chairman, Vice Chairman, President or Officer  
(If no directors selected, signature of incorporator.)

General partnerships:

Signature of a general partner or authorized person

Florida Limited Partnerships:

Signatures of all general partners

Non-Florida Limited Partnerships:

Signature of a general partner

Limited Liability Companies:

Signature of an authorized person

Exhibit A

## AGREEMENT AND PLAN OF MERGER

**THIS AGREEMENT AND PLAN OF MERGER** (the "Plan of Merger") is entered into as of December 10, 2021, by and between MAC KGS-NOR, INC., a Connecticut corporation ("MAC KGS-NOR") and MARLIN ACQUISITION CORP., a Florida corporation ("MAC"), which are hereinafter sometimes referred to jointly as the "Constituent Companies."

**WHEREAS**, MAC desires to acquire the properties and other assets, and to assume all of the liabilities and obligations of MAC KGS-NOR, a wholly-owned subsidiary of MAC, by means of a merger of MAC KGS-NOR with and into MAC under and pursuant to the terms and conditions of the Connecticut Business Corporation Act, Section 33-600 (the "CBCA") and the Florida Business Corporation Act, Section 607.1101 (the "FBCA") and this Plan of Merger, with MAC being the sole resulting and surviving party to the merger, and succeeding to all of the assets, rights, and properties of MAC KGS-NOR;

**WHEREAS**, the Board of Directors of MAC KGS-NOR and Board of Directors of MAC have, by resolution adopted by unanimous written consent, duly adopted and approved this Plan of Merger; and

**WHEREAS**, MAC KGS-NOR and MAC intend that the Merger (defined below) will qualify as a tax-free liquidation under Section 332 of the Internal Revenue Code of 1986, as amended and in effect on the date thereof, and the Treasury Regulations thereunder.

**NOW THEREFORE**, in consideration of the mutual covenants set forth herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Constituent Companies hereby agree as follows:

### ARTICLE I THE MERGER

**SECTION 1.01. The Merger.** (a) MAC KGS-NOR shall be merged with and into MAC, with MAC as the surviving entity ("Surviving Company"), pursuant to this Plan of Merger and in accordance with the CBCA and the FBCA (the "Merger"). This Plan of Merger is intended to and meets the requirements of an agreement of merger under the CBCA and the FBCA.

(b) Surviving Company shall file the Articles of Merger with the Secretary of State of the State of Connecticut, shall file the Articles of Merger with the Secretary of State of the State of Florida, and shall make all other filings or recordings required by Connecticut or Florida law in connection with the Merger. The Merger shall become effective on December 31, 2021 at 11:59 p.m. (the "Effective Date"). On the Effective Date, the separate existence of MAC KGS-NOR shall cease and MAC KGS-NOR shall be merged with and into the Surviving Company.

SECTION 1.02. Manner and Basis of Conversion of Shares. Upon the completion of the Merger, (a) all of the shares of MAC that are issued and outstanding on the Effective Date shall remain issued and outstanding, and shall constitute all of the shares of the surviving Company, and (b) all of the shares of MAC KGS-NOR that are then issued and outstanding, and all certificates representing such MAC KGS-NOR, shall be cancelled and retired and all rights in respect thereof shall cease to exist.

## ARTICLE II THE SURVIVING COMPANY

SECTION 2.01. Governing Documents. The Articles of Incorporation and the By-Laws of MAC shall remain effective as the Articles of Incorporation and By-Laws of the Surviving Company and shall not be changed as a result of or in connection with the Merger.

SECTION 2.02. Directors and Officers. The persons who are directors and officers of MAC on the Effective Date shall continue as directors and officers of the Surviving Company until their respective successors shall be duly elected and qualified.

## ARTICLE III TRANSFER AND CONVEYANCE OF ASSETS AND ASSUMPTION OF LIABILITIES

SECTION 3.01. Transfer, Conveyance and Assumption. On the Effective Date, MAC shall continue in existence as the Surviving Company, and without further transfer, succeed to and possess all of the rights, privileges, and powers of MAC KGS-NOR, and all of the assets and property of whatever kind and character of MAC KGS-NOR shall vest in MAC without further act or deed. Thereafter, MAC, as the Surviving Company, shall assume and be liable for all liabilities and obligations of MAC KGS-NOR, including all valid and enforceable rights of creditors and valid and enforceable liens, debts, liabilities, obligations, and duties, and all such liabilities and obligations may be enforced against MAC to the same extent as if they had been initially incurred or contracted by MAC.

## ARTICLE IV CERTIFICATION

SECTION 4.01. Approval by MAC KGS-NOR. This Plan of Merger was duly adopted and approved by written consent of the Board of Directors and the sole shareholder of MAC KGS-NOR in accordance with the applicable laws of the State of Connecticut and the By-Laws of MAC KGS-NOR.

SECTION 4.02. Approval by MAC. This Plan of Merger was duly adopted and approved by written consent of the Board of Directors and the sole shareholder of MAC in accordance with the applicable laws of the State of Florida and the By-Laws of MAC.



## ARTICLE V CONDITIONS

SECTION 5.01. Termination. Notwithstanding approval of the Merger by the sole shareholder of MAC KGS-NOR and the sole shareholder of MAC, the Merger and this Plan of Merger may be abandoned at any time before or after such approval, but not later than the filing of the Articles of Merger, by the directors of MAC KGS-NOR and the directors of MAC, evidenced by and through appropriate resolutions. In the event of the termination and abandonment of this Plan of Merger and the Merger pursuant to this Section 5.01, this Plan of Merger shall become void and have no effect and shall not impose any liability on the part of either of the Constituent Companies or the directors of MAC KGS-NOR or the directors of MAC in respect thereof.

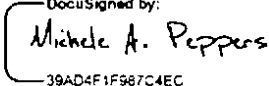
SECTION 5.02. Amendment. The Constituent Companies, by mutual consent of the Board of Directors of MAC KGS-NOR and Board of Directors of MAC, may at any time prior to the filing of the Articles of Merger amend this Plan of Merger in such manner as may be agreed upon by them in writing, subject to limitations imposed by applicable law.

SECTION 5.03. Counterparts. This Plan of Merger may be executed in multiple counterparts, each of which when so executed shall be deemed to be an original, and such counterparts taken together shall constitute but one and the same agreement.

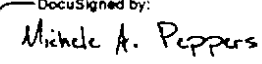
[Signature page follows.]

**IN WITNESS WHEREOF**, the parties hereto have caused this Plan of Merger to be duly executed as of the day and year first above written.

**MAC KGS-NOR, INC.**

By:   
Name: Michele A. Peppers  
Title: President

**MARLIN ACQUISITION CORP.**

By:   
Name: Michele A. Peppers  
Title: President